

EXHIBIT D



Office of the Secretary of State

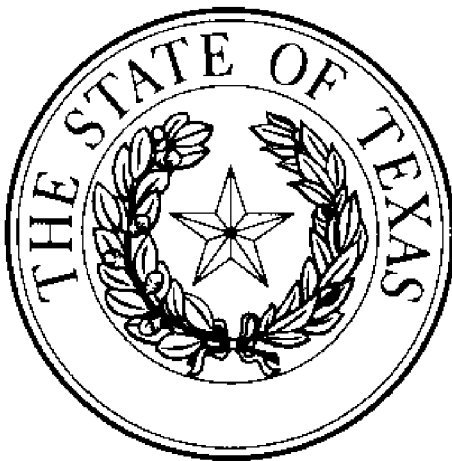
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

MWK RECRUITING LLC
Filing Number: 801654759

Certificate of Formation
Public Information Report (PIR)
Certificate of Conversion

September 13, 2012
December 31, 2016
March 12, 2018

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 25, 2018.



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

Form 636
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See Instructions



Certificate of Conversion
of a
Limited Liability Company
Converting
to a
Corporation

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

MAR 12 2018

Corporations Section

Converting Entity Information

The name of the converting limited liability company is:
MWK Recruiting LLC

The jurisdiction of formation of the limited liability company is : Texas

The date of formation of the limited liability company is: 09/13/2012

The file number, if any, issued to the limited liability company by the secretary of state is: 801654759

Plan of Conversion - Alternative Statements

The limited liability company named above is converting to a: ☒ for-profit corporation
☐ professional corporation ☐ nonprofit corporation. The name of the corporation is:
MWK Recruiting Inc.

The corporation will be formed under the laws of : Texas

☐ The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

☒ Instead of attaching the plan of conversion, the limited liability company certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

2406 Harris Boulevard	Austin	TX	USA	78703
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

2406 Harris Boulevard	Austin	TX	USA	78703
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

A copy of the plan of conversion will be furnished on written request without cost by the converting

entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

☒ The converted entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the limited liability company.

☒ In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date:

3/9/2018



Robert E. Kinney

Signature and title of authorized person on behalf of the converting entity

FILED
In the Office of the
Secretary of State of Texas

MAR 12 2018

CERTIFICATE OF FORMATION

OF

Corporations Section

MWK RECRUITING INC.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Organizations Code (hereinafter referred to as the “TBOC”), do hereby adopt the following Certificate of Formation for such corporation:

ARTICLE I

The name of the for-profit corporation is MWK RECRUITING INC. The Company is being created pursuant to a plan of conversion. The Company was previously organized as a Texas limited liability company on September 13, 2012, and its name and address was as follows: MWK Recruiting LLC, a Texas limited liability company, 2406 Harris Boulevard, Austin, Texas 78703.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the TBOC.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 1,000,000 shares of common capital stock with a par value of \$.01 each.

ARTICLE V

The address of its initial registered office is 2406 Harris Boulevard, Austin, Texas 78703 and the name of its initial registered agent at such address is Michelle W. Kinney.

ARTICLE VI

The number of directors of the corporation shall be not less than one (1) nor more than nine (9), the exact number to be fixed from time to time in the manner provided in the Bylaws of the corporation. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the individuals who are to serve as directors until the first annual meeting of the shareholders or until their respective successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Michelle W. Kinney	2406 Harris Boulevard Austin, Texas 78703
Robert E. Kinney	2406 Harris Boulevard Austin, Texas 78703

The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the corporation or to adopt new Bylaws.

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Basil E. Mahmoud	Metcalf Wolff Stuart & Williams, LLP 221 W. 6th Street, Suite 1300 Austin, Texas 78701

ARTICLE VII

The Board of Directors of the corporation, in its sole discretion, shall have the power, on behalf of the corporation, to indemnify persons for whom indemnification is permitted by Chapter 8

of the TBOC, to the fullest extent permissible under Chapter 8 of the TBOC, and may purchase such liability, indemnification and/or other similar insurance as the Board of Directors from time to time shall deem necessary or appropriate, in its sole discretion.

The corporation may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself, and/or for any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the corporation or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the corporation would otherwise have the power to indemnify such person against that liability.

The power to indemnify and/or obtain insurance provided in this Article VIII shall be cumulative of any other power of the Board of Directors and/or any rights to which such a person or entity may be entitled by law, the Certificate of Formation and/or Bylaws of the corporation, contract, other agreement, vote or otherwise.

ARTICLE VIII

The right to cumulate votes in the election of directors, and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE IX

No shareholder of this corporation shall, by reason of his holding shares of any class of stock of this corporation, have any preemptive or preferential right to purchase or subscribe for any shares of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures,

bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other securities either in whole or in part to the existing shareholders of any class.

ARTICLE X

No contract or other transaction between this corporation and any person, firm, association or corporation and no act of this corporation, shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of this corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director, shareholder, officer, employee, member or otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the corporation or to any shareholder or creditor thereof for

any loss incurred by this corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.

ARTICLE XI


Pursuant to Section 7.001 of the TBOC, no member of the Board of Directors of the corporation shall be liable, personally or otherwise, in any way to the corporation or its shareholders for monetary damages caused in any way by an act or omission occurring in the director's capacity as a director of the corporation, except as otherwise expressly provided by Section 7.001(c) of the TBOC.

ARTICLE XII

Any action required by the TBOC to be taken at any annual or special meeting of the shareholders of the corporation, and/or any action that may be taken at any annual or special meeting of the shareholders of the corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Such action shall be taken in accordance with the provisions of Section 6.202 of the TBOC.


[signature page to follow]

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of March, 2018.


Basil E. Mahmoud

DISCLAIMER

I, the undersigned, being the incorporator of MWK RECRUITING INC., a corporation filed with the Secretary of State of the State of Texas, do hereby disclaim any and all interests in said corporation.


Basil E. Mahmoud